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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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                                          :
        In re   :   Chapter 11
                                          :
DELPHI CORPORATION, et al.,   :   Case No. 05–44481 (RDD)
                                          :
                         Debtors.   :   (Jointly Administered)
                                          :
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JOINT STIPULATION COMPROMISING AND
ALLOWING PROOF OF CLAIM 2258
(INPLAY TECHNOLOGIES, INC.)

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Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and InPlay Technologies, Inc. ("InPlay") respectfully submit this Joint Stipulation Compromising And Allowing Proof Of Claim Number 2558 (this "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS InPlay filed proof of claim number 2558 against Delphi on April 4, 2006, which asserts an unsecured non-priority claim in the amount of $9 million (the "Claim").

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on February 20, 2007 in order to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC") and InPlay entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of $7.5 million.

WHEREAS DAS LLC is authorized to enter into this Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise or Settle Certain Classes of Controversy and Allow

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Claims Without Further Court Approval (Docket No. 4414) entered by the this Court on June 29,

2006.

THEREFORE, DAS LLC and InPlay stipulate and agree as follows:

1.   The Claim shall be allowed in the amount of $7.5 million and shall be

treated as an allowed general unsecured non-priority claim.

2.   InPlay waives any and all rights to assert any claim against any of the

Debtors on any basis whatsoever, for any amount greater than $7.5 million.

3.   InPlay waives any right it has to assert the Claim should be classified as

anything other than a general unsecured non-priority claim.

So Ordered in New York, New York, this 26th day of February, 2007

_____/s/Robert D. Drain_____
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons   /s/ Heath D. Rosenblat
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